

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	)	) Chapter 11
HORNBECK OFFSHORE SERVICES, INC.,	)	) Case No. 20-32679 (DRJ)
))
Debtor.))
))
<u>Tax I.D. No. 72-1375844</u>))
))
In re:	)	Chapter 11
ENERGY SERVICES PUERTO RICO, LLC,	)	) Case No. 20-32680 (DRJ)
))
Debtor.))
))
<u>Tax I.D. No. 72-1437129</u>))
))
In re:	)	Chapter 11
HOI HOLDING, LLC,	)	) Case No. 20-32681 (DRJ)
))
Debtor.))
))
<u>Tax I.D. No. 83-1317522</u>))
))
In re:	)	Chapter 11
HORNBECK OFFSHORE INTERNATIONAL, LLC,	)	) Case No. 20-32682 (DRJ)
))
Debtor.))
))
<u>Tax I.D. No. 46-4191332</u>))

In re:	)	Chapter 11
HORNBECK OFFSHORE NAVEGACAO, LTDA.,	)	Case No. 20-32683 (DRJ)
)	
Debtor.)	
)	
<u>Tax I.D. No. 98-1013337</u>)	
)	
In re:	)	Chapter 11
HORNBECK OFFSHORE OPERATORS, LLC,	)	Case No. 20-32684 (DRJ)
)	
Debtor.)	
)	
<u>Tax I.D. No. 72-1375845</u>)	
)	
In re:	)	Chapter 11
HORNBECK OFFSHORE SERVICES, LLC,	)	Case No. 20-32685 (DRJ)
)	
Debtor.)	
)	
<u>Tax I.D. No. 76-0497638</u>)	
)	
In re:	)	Chapter 11
HORNBECK OFFSHORE TRANSPORTATION, LLC,	)	Case No. 20-32686 (DRJ)
)	
Debtor.)	
)	
<u>Tax I.D. No. 72-1375844</u>)	
)	
In re:	)	Chapter 11
HORNBECK OFFSHORE TRINIDAD & TOBAGO, LLC,	)	Case No. 20-32687 (DRJ)
)	
Debtor.)	
)	
<u>Tax I.D. No. 72-1375844</u>)	

In re:	)	Chapter 11
HOS DE MEXICO II, S. DE R.L. DE C.V.,	)	Case No. 20-32689 (DRJ)
Debtor.)	
<u>Tax I.D. No. 98-1406508</u>)	
In re:	)	Chapter 11
HOS DE MEXICO, S. DE R.L. DE C.V.,	)	Case No. 20-32688 (DRJ)
Debtor.)	
<u>Tax I.D. No. 98-1177584</u>)	
In re:	)	Chapter 11
HOS HOLDING, LLC,	)	Case No. 20-32690 (DRJ)
Debtor.)	
<u>Tax I.D. No. 83-1311429</u>)	
In re:	)	Chapter 11
HOS PORT, LLC,	)	Case No. 20-32691 (DRJ)
Debtor.)	
<u>Tax I.D. No. 72-1375844</u>)	
In re:	)	Chapter 11
HOS WELLMAX SERVICES, LLC	)	Case No. 20-32016 (DRJ)
Debtor.)	
<u>Tax I.D. No. 72-1375844</u>)	

In re:) Chapter 11
HOS-IV, LLC,) Case No. 20-32692 (DRJ)
Debtor.)
Tax I.D. No. 72-1375844)

**DEBTORS' EMERGENCY MOTION FOR ENTRY
OF AN ORDER (I) DIRECTING JOINT ADMINISTRATION
OF THE CHAPTER 11 CASES AND (II) GRANTING RELATED RELIEF**

EMERGENCY RELIEF HAS BEEN REQUESTED. A HEARING WILL BE CONDUCTED ON THIS MATTER ON MAY 20, 2020, AT 10:30 AM (CENTRAL TIME) IN COURTROOM 400, 4TH FLOOR, 515 RUSK STREET, HOUSTON, TEXAS 77002. IF YOU OBJECT TO THE RELIEF REQUESTED OR YOU BELIEVE THAT EMERGENCY CONSIDERATION IS NOT WARRANTED, YOU MUST EITHER APPEAR AT THE HEARING OR FILE A WRITTEN RESPONSE PRIOR TO THE HEARING. OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.

RELIEF IS REQUESTED NOT LATER THAN MAY 20, 2020.

PLEASE NOTE THAT ON MARCH 24, 2020, THROUGH THE ENTRY OF GENERAL ORDER 2020-10, THE COURT INVOKED THE PROTOCOL FOR EMERGENCY PUBLIC HEALTH OR SAFETY CONDITIONS.

IT IS ANTICIPATED THAT ALL PERSONS WILL APPEAR TELEPHONICALLY AND ALSO MAY APPEAR VIA VIDEO AT THIS HEARING.

AUDIO COMMUNICATION WILL BE BY USE OF THE COURT'S REGULAR DIAL-IN NUMBER. THE DIAL-IN NUMBER IS +1(832)-917-1510. YOU WILL BE RESPONSIBLE FOR YOUR OWN LONG-DISTANCE CHARGES. YOU WILL BE ASKED TO KEY IN THE CONFERENCE ROOM NUMBER. JUDGE JONES' CONFERENCE ROOM NUMBER IS 205691.

PARTIES MAY PARTICIPATE IN ELECTRONIC HEARINGS BY USE OF AN INTERNET CONNECTION. THE INTERNET SITE IS WWW.JOIN.ME. PERSONS CONNECTING BY MOBILE DEVICE WILL NEED TO DOWNLOAD THE FREE JOIN.ME APPLICATION.

ONCE CONNECTED TO WWW.JOIN.ME, A PARTICIPANT MUST SELECT "JOIN A MEETING". THE CODE FOR JOINING THIS HEARING BEFORE JUDGE JONES IS "JUDGEJONES". THE NEXT SCREEN WILL HAVE A PLACE FOR THE PARTICIPANT'S NAME IN THE LOWER LEFT CORNER. PLEASE COMPLETE THE NAME AND CLICK "NOTIFY".

HEARING APPEARANCES SHOULD BE MADE ELECTRONICALLY AND IN ADVANCE OF THE HEARING. YOU MAY MAKE YOUR ELECTRONIC APPEARANCE BY:

- 1) GOING TO THE SOUTHERN DISTRICT OF TEXAS WEBSITE;**
- 2) SELECTING "BANKRUPTCY COURT" FROM THE TOP MENU;**
- 3) SELECTING JUDGES' PROCEDURES AND SCHEDULES;**
- 4) SELECTING "VIEW HOME PAGE" FOR JUDGE JONES;**
- 5) UNDER "ELECTRONIC APPEARANCE" SELECT "CLICK HERE TO SUBMIT ELECTRONIC APPEARANCE;"**

6) SELECT IN RE HORNBECK OFFSHORE SERVICES, INC., ET AL. FROM THE LIST OF ELECTRONIC APPEARANCE LINKS; AND

7) AFTER SELECTING IN RE HORNBECK OFFSHORE SERVICES, INC., ET AL. FROM THE LIST, COMPLETE THE REQUIRED FIELDS AND HIT THE “SUBMIT” BUTTON AT THE BOTTOM OF THE PAGE.

SUBMITTING YOUR APPEARANCE ELECTRONICALLY IN ADVANCE OF THE HEARING WILL NEGATE THE NEED TO MAKE AN APPEARANCE ON THE RECORD AT THE HEARING.

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) respectfully state as follows in support of this motion (this “Motion”):¹

Relief Requested

1. The Debtors seek entry of an order, substantially in the form attached hereto (the “Order”): (a) directing procedural consolidation and joint administration of these chapter 11 cases; and (b) granting related relief. Specifically, the Debtors request that the United States Bankruptcy Court for the Southern District of Texas (the “Court”) maintain one file and one docket for all of the jointly administered cases under the case of Hornbeck Offshore Services, Inc., and that the cases be administered under a consolidated caption, as follows:

**IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)
HORNBECK OFFSHORE SERVICES, INC., *et al.*¹) Chapter 11
Debtors.) Case No. 20-32679 (DRJ)
) (Jointly Administered)
)

¹ Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been requested, a complete list of the Debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list may be obtained on the website of the Debtors’ proposed claims and noticing

¹ Capitalized terms used but not immediately defined have the meanings given to them elsewhere in this Motion or in the First Day Declaration, as applicable.

agent at <http://cases.stretto.com/hornbeck>. The location of the Debtors' service address is: 8 Greenway Plaza, Suite 1525, Houston, Texas 77046.

2. The Debtors further request that the Court order that the foregoing caption satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code. The Debtors also request that a docket entry, substantially similar to the following, be entered on the docket of each of the Debtors other than Hornbeck Offshore Services, Inc. to reflect the joint administration of these chapter 11 cases:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of Texas directing joint administration of the chapter 11 cases of: Hornbeck Offshore Services, Inc., Case No. 20-32679 (DRJ); Energy Services Puerto Rico, LLC, Case No. 20-32680 (DRJ); HOI Holding, LLC, Case No. 20-32681 (DRJ); Hornbeck Offshore International, LLC, Case No. 20-32682 (DRJ); Hornbeck Offshore Navegacao, Ltda., Case No. 20-32683 (DRJ); Hornbeck Offshore Operators, LLC, Case No. 20-32684 (DRJ); Hornbeck Offshore Services, LLC, Case No. 20-32685 (DRJ); Hornbeck Offshore Transportation, LLC, Case No. 20-32686 (DRJ); Hornbeck Offshore Trinidad & Tobago, LLC, Case No. 20-32687 (DRJ); HOS de Mexico II, S. de R.L. de C.V., Case No. 20-32689 (DRJ); HOS de Mexico, S. de R.L. de C.V., Case No. 20-32688 (DRJ); HOS Holding, LLC, Case No. 20-32690 (DRJ); HOS Port, LLC, Case No. 20-32691 (DRJ); HOS WELLMAX Services, LLC, Case No. 20-32016 (DRJ); and HOS-IV, LLC, Case No. 20-32692 (DRJ); **All further pleadings and other papers shall be filed in and all further docket entries shall be made in Case No. 20-32679 (DRJ).**

Jurisdiction and Venue

3. The Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). The Debtors confirm their consent, pursuant to rule 7008 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

4. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

5. The bases for the relief requested herein are sections 105(a) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), Bankruptcy Rules

1015(b) and 6003, and rule 9013-1 of the Local Bankruptcy Rules for the Southern District of Texas (the “Local Rules”).

Background

6. The Debtors (together with their non-Debtor affiliates, the “Company”) are a leading provider of marine transportation, subsea installation, and accommodation support services to exploration and production, oilfield service, offshore construction, and U.S. military customers. Since its establishment, the Company has been primarily focused on providing innovative and technologically advanced marine solutions to meet the evolving needs of the deepwater and ultra-deepwater energy industry. The Company also provides strategic services to the United States through a variety of contracts with the Military Sealift Command. Headquartered in Covington, Louisiana, the Company’s operations are extensive and span across the Gulf of Mexico, Mexico, Brazil, and other foreign regions around the world.

7. On the date hereof (the “Petition Date”), each Debtor² filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. A detailed description surrounding the facts and circumstances of these chapter 11 cases is set forth in the *Declaration of James O. Harp, Jr., Executive Vice President and Chief Financial Officer of Hornbeck Offshore Services, Inc., in Support of the Chapter 11 Petitions and First Day Motions* (the “First Day Declaration”), filed contemporaneously with this Motion and incorporated by reference herein. The Debtors are operating their business and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

² HOS WELLMAX Services, LLC filed its voluntary petition for relief under chapter 11 of the Bankruptcy Code in this Court on March 31, 2020.

Basis for Relief

8. Bankruptcy Rule 1015(b) provides, in pertinent part, that “[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” The Debtor entities that commenced chapter 11 cases are “affiliates” as that term is defined in section 101(2) of the Bankruptcy Code. Accordingly, the Bankruptcy Code and Bankruptcy Rules authorize the Court with authority to grant the relief requested herein. Local Rule 1015-1 provides for the joint administration of related chapter 11 cases.

9. Joint administration of these chapter 11 cases will provide significant administrative convenience without harming the substantive rights of any party in interest. Many of the motions, hearings, and orders in these chapter 11 cases will affect each Debtor entity. The entry of an order directing joint administration of these chapter 11 cases will reduce fees and costs by avoiding duplicative filings and objections. Joint administration also will allow the Office of the United States Trustee for the Southern District of Texas and all parties in interest to monitor these chapter 11 cases with greater ease and efficiency.

10. Moreover, joint administration will not adversely affect the Debtors’ respective constituencies because this Motion seeks only administrative, not substantive, consolidation of the Debtors’ estates. Parties in interest will not be harmed by the relief requested, but instead will benefit from the cost reductions associated with the joint administration of these chapter 11 cases. Accordingly, the Debtors submit that the joint administration of these chapter 11 cases is in the best interests of their estates, their creditors, and all other parties in interest.

Emergency Consideration

11. Pursuant to Local Rule 9013-1(i), the Debtors respectfully request emergency consideration of this Motion pursuant to Bankruptcy Rule 6003, which empowers a court to

grant relief within the first 21 days after the commencement of a chapter 11 case “to the extent that relief is necessary to avoid immediate and irreparable harm.” The Motion requests relief from procedural rules and requirements that pertain to matters of immediate significance or which involve deadlines sooner than 21 days after the Petition Date. The relief will save costs and avoid undue administrative burden and confusion only if granted before the applicable deadlines. Accordingly, the Debtors submit that they have satisfied the “immediate and irreparable harm” standard of Bankruptcy Rule 6003 and, therefore, respectfully request that the Court approve the relief requested in this Motion on an emergency basis.

Notice

12. Notice of the hearing on the relief requested in this Motion will be provided by the Debtors in accordance and compliance with Bankruptcy Rules 4001 and 9014, as well as the Local Rules, and is sufficient under the circumstances. Without limiting the foregoing, due notice will be afforded, whether by facsimile, electronic mail, overnight courier or hand delivery, to parties-in-interest, including: (a) the Office of the U.S. Trustee for the Southern District of Texas; (b) entities listed as holding the 30 largest unsecured claims against the Debtors (on a consolidated basis); (c) the agent for each of the Debtors’ term loans, and counsel thereto; (d) the indenture trustee for each of the Debtors’ unsecured notes, and counsel thereto; (e) the United States Attorney’s Office for the Southern District of Texas; (f) the Internal Revenue Service; (g) the United States Securities and Exchange Commission; (h) the Environmental Protection Agency and similar state environmental agencies for states in which the Debtors conduct business; (i) the state attorneys general for states in which the Debtors conduct business; (j) Davis Polk & Wardwell LLP, counsel to the Secured Lender Group and proposed debtor-in-possession lenders; (k) Milbank LLP, counsel to the Noteholder Committee and proposed debtor-in-possession lenders; and (l) any party that has requested notice pursuant to Bankruptcy

Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

WHEREFORE, the Debtors respectfully request that the Court enter the Order, granting the relief requested in this Motion and granting such other and further relief as is appropriate under the circumstances.

Houston, Texas
May 19, 2020

/s/ Matthew D. Cavanaugh

JACKSON WALKER L.L.P.

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Certificate of Service

I certify that on May 19, 2020, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Matthew D. Cavenaugh
Matthew D. Cavenaugh
